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NEW APPLICATION

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

ORIGINAL

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AZ CORP COMMISSION
DOCKET CONTROL

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Facsimile: (770) 232-9208

July 8, 2002

VIA OVERNIGHT DELIVERY

Docket Control Center
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007
(602) 542-2237

Re: MGEN Services Corp.
Requirements for Long Distance Resellers

T-04119A-02-0530

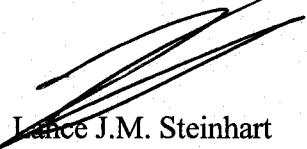
Dear Sir/Madam:

Enclosed please find for filing an original and ten (10) copies of MGEN Services Corp.'s Application and Petition for Certificate of Public Convenience and Necessity to Provide Competitive Intrastate Telecommunications as a Long Distance Reseller.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you for your attention to this matter.

Respectfully submitted,

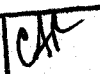

Lance J.M. Steinhart
Attorney for MGEN Services Corp.

Enclosures

cc: Dale Christensen
Christa Fallin w/o encl.

Arizona Corporation Commission
DOCKETED

JUL 11 2002

DOCKETED BY	
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ARIZONA CORPORATION COMMISSION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunications Services**

Mail original plus 10 copies of completed application to:

For Docket Control Only:

(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending
in Arizona as an Interexchange reseller, AOS provider,
or as the provider of other telecommunication services.

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. COMPANY AND TELECOMMUNICATION SERVICE INFORMATION

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and answer the appropriate numbered items:

- ☒ Resold Long Distance Telecommunications Services (Answer Sections A, B, C).
- ☐ Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
- ☐ Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
- ☐ Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, D, E)
- ☐ Alternative Operator Service Provider Telecommunications Services (Answer Sections A, B)

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:

MGEN Services Corp.
2510 Redhill Avenue
Santa Ana, California 92705
Telephone: 949-622-4444
Fax: 949-477-6819
E-Mail Address: dchristensen@microgeneral.com
Web Address:

(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:

Dale W. Christensen, CFO
2510 Redhill Avenue
Santa Ana, California 92705
Telephone: 949-622-4444
Fax: 949-477-6819
E-Mail Address: dchristensen@microgeneral.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:

Lance J.M. Steinhart
Attorney at Law
1720 Windward Concourse, Suite 250
Alpharetta, Georgia 30005
Telephone: (770) 232-9200
Fax: (770) 232-9208
E-Mail Address: lsteinhart@telecomcounsel.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), E-mail address of the Applicant's Complaint Contact Person:

Joseph E. Root, Secretary
2510 Redhill Avenue
Santa Ana, California 92705
Telephone: 949-622-4444
Fax: 949-477-6819
E-Mail Address: jroot@microgeneral.com

(A-7) What type of legal entity is the Applicant?

- ☐ Sole proprietorship
- ☐ Partnership: ___ Limited, ___ General, ___ Arizona, ___ Foreign
- ☐ Limited Liability Company: ___ Arizona, ___ Foreign
- ☒ Corporation: ___ "S", ___ "C", ___ Non-profit, ___ Arizona, X Foreign
- ☐ Other, specify: —

(A-8) Please include "Attachment A":

Attachment "A" must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in the State of Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
See Sheets 29 – 32 of the Company's Tariff.
2. Tariff Maximum Rate and Prices to be Charged (reference by Tariff page number).
See Sheet 33 of the Company's Tariff.
3. Terms and Conditions Applicable to provision of Service (reference by Tariff page number).
See Sheets 9 – 24 of the Company's Tariff.
4. Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).
See Sheets 18 of the Company's Tariff.
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).
See Sheet 20 of the Company's Tariff.

(A-10) Indicate the geographic market to be served:

- ☒ Statewide. (Applicant adopts statewide map of Arizona provided with this application).
- ☐ Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant has been or if the Applicant is currently involved in any formal or informal complaint proceedings pending before any State or federal Regulatory Commission:

- ☐ Yes ☒ No

If "Yes", please provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

(A-12) Indicate if the Applicant has been or is currently involved in any civil or criminal investigations AND/OR had judgment entered against it in any civil matter or been convicted of any criminal acts related to the delivery of telecommunications services within the last five (5) years:

☐ Yes

☒ No

If "Yes", please provide the following information.

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

☒ Yes

☐ No

(A-14) Is applicant willing to post a Performance Bond? Please check appropriate box(s).

☒ For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

☐ Yes

☒ No

If "No", continue to question (A-15).

☐ For Local Exchange Resellers, a \$25,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐ For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐ For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If No to any of the above, provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the applicant's superior financial position limits any risk to Arizona consumers.

The Company will not collect advances, prepayments or deposits.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the services will be provided.

Prior to issuance of the CC&N, the Applicant must complete and submit an Affidavit of Publication Form. Refer to Attachment C - Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication).

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in the State of Arizona:

☒ Yes

☐ No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells.

The company intends to resell services provided by MCI WorldCom

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona:

Approved: **None**

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona.

None

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

☐ Yes

☒ No

If "No," explain why and give the date on which the Applicant began operations.

Applicant began operations in 2002.

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance.
5. A copy of all related notes to the financial statements and information.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

Yes, See attachment D.

(B-4) The Applicant must provide the following information.

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.
2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.
3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.
4. If the projected value of all assets is zero, please specifically state this in your response.
5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

C. RESOLD LONG DISTANCE AND/OR LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation

☒ Yes

☐ No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

Long Distance Only, Not Filed with Commission.

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in the State of Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

☐ Yes

☐ No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services for the State of Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in the State of Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in the State of Arizona:

(D-2) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- ☐ Decision # 64178 Resold Long Distance
- ☐ Decision # 64178 Resold LEC
- ☐ Decision # 64178 Facilities Based Long Distance
- ☐ Decision # 64178 Facilities Based LEC

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59241:

- ☐ Yes ☐ No

(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

- ☐ Yes ☐ No

(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):

- ☐ Yes ☐ No

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.

Dale Christensen

(Signature of Authorized Representative)

6/25/02

(Date)

Dale Christensen

(Print Name of Authorized Representative)

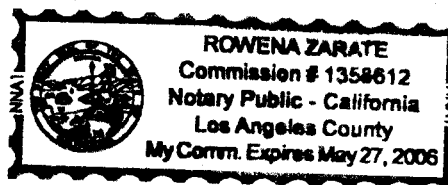
CFO

(Title)

SUBSCRIBED AND SWORN to before me this 25 day of June, 2002

Rowena Zarate
NOTARY PUBLIC

My Commission Expires May 27, 2006



ATTACHMENTS

- A – Certificate of Good Standing, List of Officers and Directors or Owners and Percentage of Ownership
- B - Proposed Tariff
- C - Legal Notice
- D - Financial Information
- E - Arizona Projections

A - Certificate of Good Standing and

Officers and Directors

Percentage Ownership

Officers:

Ernie Smith	President/CEO
Dale W. Christensen	CFO
Joseph E. Root	Senior VP/General Counsel
Hillary Burkemper	Secretary

MGEN Services Corp. is wholly-owned by Micro General Corporation who has 100% ownership.

Directors:

Patrick F. Stone
Randy Quirk
Ernie Smith
Ronald Maudsley
Erika Meinhardt
Edward Dewey
Frank Willey

WILLIAM A. MUNDELL
CHAIRMAN

JIM IRVIN
COMMISSIONER

MARC SPITZER
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

CHARLOTTE LACEY
1720 WINDWARD CONCOURSE
STE.250
ALPHARETTA, GA 30005

RE: MGEN SERVICES CORP.
File Number: F-1028407-2

We are pleased to notify you that your Application for Authority to transact business in Arizona was approved and filed on April 30, 2002.

You must publish a copy of your Application for Authority. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona, as filed with the Commission for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
TANYA THOMAS
Examiner
Corporations Division

CF:07, Rev: 10/2001

1/6/02 - copy to Christa to publish

AZ. COM. COMMISSION

DELIVERED

F-1028407-2

DO NOT PUBLISH
THIS SECTION

APR 30 2002 APPLICATION FOR AUTHORITY

Deborah

TO TRANSACT BUSINESS

IN ARIZONA

1. The corporate name must contain the corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

The name of the corporation is: MGEN Services Corp.

A(n) Delaware Corporation

(State, Province or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

☐ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- ☐ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- ☐ The period of our duration.
- ☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

MGEN Services Corp.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the March 22, 2001 day of 19 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

1313 N. Market Street; Wilmington, DE 19801-1151

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

TCS Corporate Services, Inc.

815 North First Avenue, Ste. #4, Phoenix, AZ 85003

**DO NOT PUBLISH
THIS SECTION**

5.b. Indicate to which
address the Annual
Report should be mailed.

6. If the purpose of your
corporation has any
limitations with regard to
this section, so indicate.
If not, state no
limitations.

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

8. The total number of
authorized shares cannot
be "zero" or "N/A".
Include authorized, not
issued shares in this
section.

- 5.a. The street address of the known place of business of the foreign corporation in Arizona IF
DIFFERENT from the street address of the statutory agent is:

- 5.b. The Annual Report and general correspondence should be mailed to the address specified
above in section 4 ☒ or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which
corporations may engage in the state, province or country under whose law the foreign
corporation is incorporated, with the following limitations if any:

None

7. The names and usual business addresses of the current directors and officers of the foreign
corporation are: (Attach additional sheets if necessary.)

See Attached _____ [title]

_____ [title]

_____ [title]

8. The foreign corporation is authorized to issue **100,000** shares, itemized as
follows: (Attach additional sheets if necessary.)

100,000 shares of **common** [class or series] stock at

_____ no par value or par value of \$ **.001** per share.

_____ shares of **preferred** [class or series] stock at

_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

LIST OF OFFICERS AND DIRECTORS OF
MGEN SERVICES CORP.

OFFICERS

John R. Snedegar	President/CEO
Dale W. Christensen	CFO
Joseph E. Root	Secretary

DIRECTORS

John R. Snedegar
Patrick F. Stone
Randy Quirk
Ernie Smith
Ronald Maudsley
Erika Meinhardt
Edward Dewey
Frank Willey

All the above listed Officers and Directors can be reached at the following address: 2510 Redhill Avenue, Santa Ana, CA 92705.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

9. The foreign corporation has issued 1,000 shares, itemized as follows:

1,000 shares of common [class or series] stock at
_____ no par value or par value of \$.001 per share.
_____ shares of preferred [class or series] stock at
_____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provide Telecommunication Services

DATED this 20th day of March, 2002
MGEN Services Corp.

[Name of Corporation]
Executed by John Snedegar President

[print name] [title]
PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 14th day of April, 2002
TCS Corporate Services, Inc.

Signature Lance J.M. Steinhart
[Print Name]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

MGEN Services Corp.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] BY _____
PRINT NAME John Snedegar PRINT NAME _____
TITLE President DATE 3/20/02 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 2/98

B - Proposed Tariff

TITLE SHEET

ARIZONA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by MGEN Services Corp. ("MGEN"), with principal offices at 2510 Redhill Avenue, Santa Ana, California 92705. This tariff applies for services furnished within the State of Arizona. This tariff is on file with the Arizona Corporation Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

ISSUE DATE: July 11, 2002

EFFECTIVE DATE:

ISSUED BY:

Dale W. Christensen, CFO
2510 Redhill Avenue
Santa Ana, California 92705

CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS

1. Concurring Carriers - None
2. Connecting Carriers - None
3. Other Participating Carriers - None

ISSUE DATE: July 11, 2002

EFFECTIVE DATE:

ISSUED BY:

Dale W. Christensen, CFO
2510 Redhill Avenue
Santa Ana, California 92705

CHECK SHEET

The Sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original
30	Original
31	Original
32	Original
33	Original

* New or Revised Sheet

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ISSUED BY:

Dale W. Christensen, CFO
2510 Redhill Avenue
Santa Ana, California 92705

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TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1
2.1.1
2.1.1.A
2.1.1.A.1
2.1.1.A.1.(a)
2.1.1.A.1.(a).I
2.1.1.A.1.(a).I.(i)
2.1.1.A.1.(a).I.(i).(1)

D. Check Sheets: When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current Revision Number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on Commission file.

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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Arizona Corporation Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of the Company and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or MGEN - Used throughout this tariff to mean MGEN Services Corp., a Delaware Corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

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Resp. Org - Responsible Organization or entity identified by a Toll-Free service Customer that manages and administers records in the toll free number database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of Arizona. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

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- 2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.
- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 The Company services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of the Company services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

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- 2.2.3 The use of the Company services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 The Company services are available for use 24 hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 The Company services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

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- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

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- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company equipment to be maintained within the range normally provided for the operation of microcomputers.

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- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company facilities or services, the signals emitted into the Company network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the FCC or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to the Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

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- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due,
 - 2.5.1.B For violation of any of the provisions of this tariff,
 - 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company services, or
 - 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

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- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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2.6 Credit Allowance

- 2.6.1 Credit may be given for disputed calls, on a per call basis.
- 2.6.2 Credit shall not be issued for unavailability of long distance services.

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2.7 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

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2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 30 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 30 day period.

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2.11 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated or non-regulated services, equipment or facilities, or to enforce any judgment obtained against a Customer, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.12 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

2.13 Late Charge

A late fee of 1.5% per month or the amount otherwise authorized by law, whichever is lower, will be charged on any past due balances.

2.14 Returned Check Charge

A fee of \$25 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.15 Reconnection Charge

A reconnection fee of \$25 per occurrence will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

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- 3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

2510 Redhill Avenue
Santa Ana, California 92705
800-567-2395

Any objection to billed charges should be reported promptly to the Company. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

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If a Customer accumulates more than One Dollar of undisputed delinquent the Company 800 Service charges, the Company Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

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3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 Toll-Free Service

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

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MGEN SERVICES CORP.

ORIGINAL SHEET 25
ARIZONA CC TARIFF NO. 1

3.5.4 Reserved for Future Use.

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MGEN SERVICES CORP.

ORIGINAL SHEET 26
ARIZONA CC TARIFF NO. 1

Reserved for Future Use.

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3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published.

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3.5.6 Specialized Pricing Arrangements.

Customized service packages and competitive pricing packages at negotiated rates may be furnished on a case-by-case basis in response to requests by Customers to the Company for proposals or for competitive bids. Service offered under this tariff provision will be provided to Customers pursuant to contract. Unless otherwise specified, the regulations for such arrangements are in addition to the applicable regulations and prices in other sections of the tariff. Specialized rates or charges will be made available to similarly situated Customers on a non-discriminatory basis. Discounts may apply based upon volume, affinity group plans, or term plan commitments.

3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These offerings may be limited to certain dates, times and locations. The Company will notify the Commission of such offerings as required by Commission rules and regulations.

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SECTION 4 - RATES

4.1 1+ & 101XXXX Dialing

\$0.15 per minute

A \$4.95 per month per number service charge applies.
Billed in one minute increments

4.2 Travel Cards

\$.199 per minute

A \$.25 per call service charge applies.
Billed in one minute increments

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4.3 Toll Free Service

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments

4.4 Reserved for Future Use.

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4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$25.00

4.7 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period	Evening Rate Period	
5 p.m. to 11 p.m.*	Evening Rate Period		
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

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4.8 Payphone Dial Around Surcharge

A dial around surcharge of \$.50 per call will be added to any completed INTRASTATE toll access code and subscriber toll-free 800/888 type calls placed from a public or semi-public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

The Customer will be assessed a monthly Universal Service Fund Contribution charge on all telecommunications services, which in no event shall be less than the prevailing contribution percentage rate charged the Company on intrastate traffic by the Universal Service Administrative Company (or any successor) or any state agency or its administrator. A Presubscribed Interexchange Carrier Charge ("PICC") applies on a monthly basis to all Customer monthly bills at the prevailing rate.

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SECTION 5 - MINIMUM/MAXIMUM RATES

5.1 1 + Dialing

\$0.04 per minute Minimum

\$0.40 per minute Maximum

5.2 Travel Cards

\$0.05 per minute Minimum

\$0.40 per minute Maximum

5.3 Toll-Free Service

\$0.04 per minute Minimum

\$0.40 per minute Maximum

5.4 Reserved for Future Use.

5.5 Directory Assistance

\$0.50 Minimum

\$1.50 Maximum

5.6 Payphone Dial Around Surcharge

\$0.35 Minimum

\$1.00 Maximum

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C - Legal Notice

Will be submitted when Docket No. Assigned by Commission.

D - Financial Information

MICRO GENERAL CORP
CONSOLIDATED
BALANCE SHEET
December 31, 2001

	MICRO GENERAL	LDX	SOFTPRO	MGEN CORP. SERVICES	REALEC	ELIMINATION	CONSOLIDATED
Assets							
Current Assets							
Cash and Cash Equivalents	7,036,079	342,837	848,384	145,770	2,872,153		11,245,223
Accounts Receivable - Trade	1,269,160	1,148,973	705,409	182,946	839,600		4,146,088
Accounts Receivable Trade - Fidelity	9,856,475			392,667			10,249,142
Accounts Receivable Trade-RECT	122,306			35,359		(122,306)	35,359
Accounts Receivable Trade-Ec Services	114			(6,546)			(6,432)
Receivable Reserve - RECT				(35,359)			(35,359)
Allowance - Uncollected Accounts	(246,913)	(450,000)	(93,830)	(119,571)	(120,000)		(1,030,314)
Accounts Receivable - Chicago Title	2,937,230			123,255			3,060,485
Intercompany Receivable / (Payable)	638,737		344,483	(499,049)	(484,171)		0
Inventory	157,888						157,888
Inventory Reserve	(13,930)						(13,930)
Prepaid Expenses	1,385,933		101,593		17,577		1,505,103
Receivable-EC Services							0
Notes Receivable-Real EC	3,830,000					(3,830,000)	0
Other Assets	515,732	21,784	54,644	2,181	15,454		609,795
Defer Tax Assets	4,512,622					1,328,066	5,840,688
Income Tax Receivable	1,928,607						1,928,607
Total Current Assets	33,930,040	1,063,594	1,960,683	221,653	3,140,613	(2,624,240)	37,692,343
Non Current Assets							
Equipment & Improvements	31,251,694		431,520	655,336	1,830,780		34,169,330
Accumulated Depreciation	(5,274,019)		(24,808)	(431,156)	(448,739)	391,429	(5,787,293)
Software Development Cost			989,000		1,482,918	0	2,471,918
A/D - Software Development Cost			(65,933)		(568,452)	519,021	(115,364)
Investment in Subsidiary	6,180,479					(6,180,479)	0
Goodwill	7,627,958		4,900,884		2,935,000	(249,497)	15,214,345
Intangible Assets			932,000				932,000
Accumulated Amortization - Goodwill	(5,679,957)						(5,679,957)
Accumulated Amortization - Intangible			(62,133)				(62,133)
Total Non Current Assets	34,106,155	0	7,100,530	224,180	5,231,507	(5,519,526)	41,142,846
Total Assets	68,036,195	1,063,594	9,061,213	445,833	8,372,120	(8,143,766)	78,835,189
Liabilities							
Current Liabilities							
Accounts Payable - Trade	1,887,698	(15,282)	96,125		323,334	(164,653)	2,127,222
Other Payables	1,979,981	963,271	46,777				2,990,029
Accrued Liabilities	5,271,957	1,698,070	78,426	4,362	195,374		7,248,189
Inter - Company Payable					0		0
Accrued Interest	508				6,417		6,925
Accrued Income Tax	0		0				0
Accrued Taxes	69,433		5,176	110,186	12,297		197,092
Deferred Income Tax	0						0
Current Portion of Capital Leases	83,463	392,030		21,276			496,769
Current Portion of Capital Leases - Affiliate	0						
Current Deferred Revenue	649,853		1,733,960				2,383,813
Contingent Liability	200,000						200,000
Accrued Receivings	23,629						23,629
Note Payable Current	3,514,115						3,514,115
Note Payable to Imperial	1,600,000						1,600,000
Total Current Liabilities	15,280,637	3,038,089	1,960,464	135,824	537,422	(164,653)	20,787,783
Non Current Liabilities							
Capital Leases	114,355	839,440		36,257			990,052
Capital Leases - Affiliate	0						
Deferred Revenue	3,755,869						3,755,869
Note Payable Long Term	1,146,266				3,880,000	(3,830,000)	1,196,266
Note Payable to Fidelity	5,265,408						5,265,408
Total Non Current Liabilities	10,281,898	839,440	0	36,257	3,880,000	(3,830,000)	11,207,595
Total Liabilities	25,562,535	3,877,529	1,960,464	172,081	4,417,422	(3,994,653)	31,995,378

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MICRO GENERAL CORP
CONSOLIDATED
BALANCE SHEET
December 31, 2001

	MICRO GENERAL	LDX	SOFTPRO	MGEN CORP. SERVICES	REALEC	ELIMINATION	CONSOLIDATED
Preferred Stock in Subsidiary						7,062,173	7,062,173
	0	0	0	0	0	7,062,173	7,062,173
Stockholder's Equity							
Common Stock	774,957				1,250	(1,250)	774,957
Treasury Stock	(213,397)						(213,397)
Preferred Stock					12,650	(12,650)	0
Paid in Capital	55,937,525	16,394,378	6,893,626		9,892,165	(32,818,840)	56,298,854
Retained Earnings	(13,799,462)	(10,021,204)			(2,061,313)	2,061,313	(23,820,666)
Current Year P&L						3,527,095	3,527,095
Current Year Profit / (Loss)	(225,964)	(9,187,109)	207,123	273,752	(3,890,054)	16,033,046	3,210,794
Total Stockholder's Equity	42,473,659	(2,813,935)	7,100,749	273,752	3,954,698	(11,211,286)	39,777,637
Total Liabilities and Stockholder's Equity	68,036,194	1,063,594	9,061,213	445,833	8,372,120	(8,143,766)	78,835,188
	=====	=====	=====	=====	=====	=====	=====

MICRO GENERAL CORP
MICRO GENERAL CORP SERV
INCOME STATEMENT
December 31, 2001

	<u>MGEN COPR. SERVICES</u>	<u>CONSOLIDATED</u>
REVENUE:		
Telecom - Retail	407,658	407,658
	-----	-----
Total	407,658	407,658
COST OF GOODS SOLD:		
Telecom - Retail	329,252	329,252
	-----	-----
Total	329,252	329,252
	-----	-----
Gross Profit	78,406	78,406
Operating Expenses		
Sales and Marketing		
	-----	-----
General & Administrative		
Salary & Wage	13,589	13,589
Group Insurance	(378)	(378)
Employee Benefit	1,253	1,253
Bad Debt	(48,000)	(48,000)
Reserve Expense	(61,810)	(61,810)
	-----	-----
Total	(95,346)	(95,346)
Selling, General & Administrative	(95,346)	(95,346)
	-----	-----
Operating Profit	173,752	173,752
Non-Operating Expenses:		
Other Income and Expenses	(100,000)	(100,000)
	-----	-----
Total	(100,000)	(100,000)
	-----	-----
Net Income(Loss) before Allocation	273,752	273,752
	-----	-----

Net Income Before Income Tax

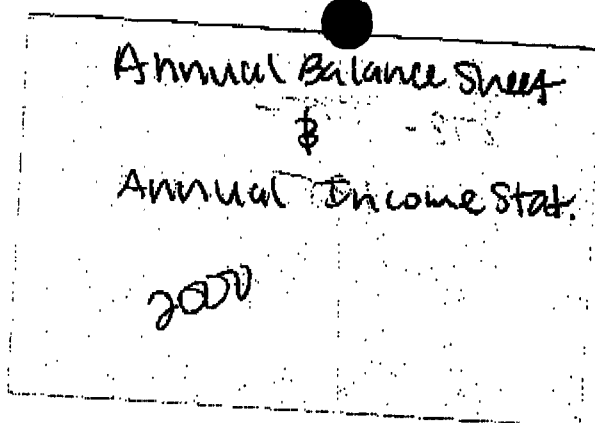
273,752

273,752

Net Income(Loss)

273,752

273,752



MI

BAL
For the Se**Assets****Current Assets**

Cash and Cash Equivalents	903,726	(68,192)
Accounts Receivable - Trade	3,838,229	4,082,236
Accounts Receivable Trade - Fidelity	400,735	473,213
Accounts Receivable Trade-RECT	57,272	66,264
Accounts Receivable Trade-Ec Services	3,349	3,356
Receivable Reserve - RECT	0	0
Allowance - Uncollected Accounts	(1,109,423)	(1,169,423)
Accounts Receivable - Chicago Title	50,134	67,757
Prepaid Expenses	216,647	340,740
Other Assets	133,965	70,526

Total Current Assets

4,494,634 3,866,478

Non Current Assets

Equipment & Improvements	6,411,008	6,520,303
Accumulated Depreciation	(2,230,357)	(2,298,495)

Total Non Current Assets

4,180,651 4,221,808

Total Assets

8,675,285 8,088,286

Liabilities**Current Liabilities**

Accounts Payable - Trade	997,271	567,893
Other Payables	1,927,953	1,924,700
Accrued Liabilities	1,139,637	1,382,595
Inter - Company Payable	12,599,490	12,733,865
Accrued Taxes	78,134	87,137
Current Portion of Capital Leases	370,258	370,258

Total Current Liabilities

17,112,742 17,066,448

Non Current Liabilities

Long Term Liabilities	107,116	107,116
Capital Leases	1,257,994	1,229,960
Deferred Revenue	35,705	32,459

Total Non Current Liabilities

1,400,815 1,369,535

Total Liabilities	18,513,558	18,435,983
Stockholder's Equity		
Paid in Capital	361,332	361,332
Retained Earnings	(10,021,204)	(10,021,204)
Current Year Profit / (Loss)	(178,401)	(687,826)
Total Stockholder's Equity	(9,838,272)	(10,347,697)
Total Liabilities and Stockholder's Equity	8,675,285	8,088,286

CRO GENERAL CORP.
LDX
NCE SHEET TRENDING
en Months Ending July 31, 2001

March	April	May	June	July
727,415	1,178,088	576,237	405,015	659,762
4,130,813	3,466,080	3,115,004	3,725,696	3,930,572
427,780	545,453	562,584	631,567	494,672
75,738	76,435	64,185	46,182	78,040
(11,575)	(9,855)	(8,445)	(8,584)	(8,968)
0	0	0	(46,182)	(46,182)
(1,454,923)	(1,554,923)	(1,614,923)	(1,714,923)	(1,814,923)
89,571	121,722	115,916	135,470	147,988
479,489	313,574	218,866	211,181	183,834
60,526	64,026	67,474	68,174	72,674
4,524,835	4,200,599	3,096,898	3,453,596	3,697,468
6,589,735	6,656,567	5,647,659	5,647,659	5,647,659
(2,432,427)	(2,568,901)	(2,162,097)	(2,282,545)	(2,402,619)
4,157,308	4,087,666	3,485,563	3,365,114	3,245,040
8,682,144	8,288,265	6,582,461	6,818,711	6,942,509
253,182	696,819	248,239	351,531	410,121
2,758,129	1,904,613	1,619,183	1,892,373	1,790,081
1,711,855	1,935,866	815,495	1,049,986	293,244
12,847,076	13,004,138	13,338,426	13,483,601	14,566,553
99,467	106,206	119,032	132,387	143,704
378,886	378,886	378,886	391,103	391,103
18,048,595	18,026,529	16,519,262	17,300,981	17,594,807
97,378	97,378	97,378	87,640	87,640
1,189,916	1,159,778	1,132,975	1,088,055	1,057,073
38,951	35,705	32,459	38,951	35,705
1,326,245	1,292,861	1,262,813	1,214,646	1,180,418

19,374,840	19,319,390	17,782,074	18,515,627	18,775,225
361,332	361,332	361,332	361,332	361,332
(10,021,204)	(10,021,204)	(10,021,204)	(10,021,204)	(10,021,204)
(1,032,825)	(1,371,253)	(1,539,742)	(2,037,045)	(2,172,845)
(10,692,696)	(11,031,125)	(11,199,613)	(11,696,916)	(11,832,717)
8,682,144	8,288,265	6,582,461	6,818,711	6,942,509
=====	=====	=====	=====	=====

	January	February	March
REVENUE:			
Telecom - Retail	264,220	270,934	305,415
Int'l - Arbitrage (Resale)	1,992,337	1,626,805	2,557,508
Int'l - Vietnam	0	201,689	681,659
Int'l - Nigeria I - Lagos	214,198	145,576	131,226
Int'l - Nigeria II Port Harcourt	146,426	80,547	85,504
Int'l - Nigeria III (NST)	52,914	34,427	41,026
Int'l - Sri Lanka I	23,369	35,590	63,729
Int'l - Senegal	37,753	1,828	0
Sales Returns	0	0	0
Total	2,731,217	2,397,396	3,866,067
COST OF GOODS SOLD:			
Telecom - Retail	207,443	212,361	235,840
Int'l - Arbitrage (Resale)	1,760,335	1,670,836	2,559,349
Int'l - Vietnam	20,741	172,355	561,323
Int'l - Vietnam II	29,950	59,900	0
Int'l - Vietnam III	0	0	1,500
Int'l - Nigeria I - Lagos	187,854	129,431	127,135
Int'l - Nigeria II Port Harcourt	137,374	54,451	83,508
Int'l - Nigeria III (NST)	46,022	62,134	38,430
Int'l - Nigeria IV	0	0	0
Int'l - Nigeria V	0	0	0
Int'l - Sri Lanka I (Primera Sprint)	36,264	57,954	64,040
Int'l - Sri Lanka (Dynanet)	21,995	21,995	0
Int'l - Senegal	49,880	23,069	0
Int'l - India	0	0	0
Total	2,497,857	2,464,487	3,671,126
Gross Profit	233,360	(67,092)	194,941
Operating Expenses			
Sales and Marketing			
Commission	0	8,333	8,333
Seminar	0	400	0
Employee Automobile	0	281	0
Travel-Hotel	0	841	0

Travel-Air	0	0	0
Travel-Transport, Taxi, Tips & Tolls	0	486	0
Travel-Meals	0	310	0
Business Entertainment	0	1,805	0
Telephones	0	70	0
Cellular Phone & Pager	0	43	0
Office Supply	0	128	0
Advertising	0	0	0
Trade Show/Event/Sponsorship	4,500	400	0
Total	4,500	13,098	8,333

General & Administrative			
Salary & Wage	91,528	93,785	83,897
Overtime	2,264	2,126	1,503
Bonus	0	0	0
Payroll Tax	9,117	9,466	7,861
Group Insurance	277	3,600	(214)
Employee Benefit	0	110	255
Recruiting	701	0	0
Relocation	0	0	0
Seminar	0	3,175	0
Temporary Personnel	8,888	0	0
Utilities	1,626	1,929	1,628
Office/Building Rent	2,669	1,683	2,627
Office/Building R&M	0	0	1,040
Moving & Storage	0	0	1,500
Equipment Rent	74,782	100,532	0
Equipment R&M	0	217	1,084
Equipment - DP Purchases	1,017	(38,407)	41
Professional Fees	2,401	2,401	(17,663)
Legal	6,189	1,278	3,786
Outside DP Service	14,065	13,678	16,826
Employee Automobile	25	200	91
Travel-Hotel	0	3,887	(20,344)
Travel-Air	2,560	1,070	3,456
Travel-Transport, Taxi, Tips, & Tolls	109	1,011	1,597
Travel-Meals	0	207	839
Business Entertainment	0	393	804
Telephones	349	3,153	488
Telephone - On Line Service	0	(660)	0
Cellular Phone & Pager	1,060	1,048	1,669
Office Supply	1,700	825	108
Printing & Stationery	4,178	15	0
Freight, Postage, Courier	3,816	413	651
Dues & Subscription	3,116	1,023	1,901
Insurance - Corporate	900	6,780	(6,780)
Bank Charge/Fee	1,306	1,201	1,864

Taxes	7,419	12,127	2,698
License & Filing Fee - State	0	0	0
License & Filing Fee - Federal	0	103	13
Late Fees, Fines & Penalty Exp	0	0	0
Bad Debt	14,000	60,000	285,500
Reserve Expense	0	0	0
Other	(3,246)	(3,378)	(3,246)
Total	252,813	284,990	375,479
Selling, General & Administrative	257,313	298,088	383,812
Operating Profit	(23,953)	(365,179)	(188,870)
Non-Operating Expenses:			
Depreciation	132,688	124,642	133,932
Interest Income	(4,242)	(4,848)	(2,607)
Interest Expense	16,002	14,451	14,804
Total	144,448	134,245	146,129
Net Income(Loss) before Allocation	(168,401)	(499,425)	(334,999)
Overhead Allocation	10,000	10,000	10,000
Net Income Before Income Tax	(178,401)	(509,425)	(344,999)
Net Income(Loss)	(178,401)	(509,425)	(344,999)

MICRO GENERAL CORP.
LDX
INCOME STATEMENT TRENDING
For the Month Ending July 31, 2001

April	May	June	July	YTD
336,103	261,065	350,365	367,966	2,156,067
1,378,747	1,525,678	1,656,793	1,694,299	12,432,166
46,341	0	0	0	929,689
104,754	70,567	52,138	10,297	728,755
81,769	25,680	27,999	24,983	472,908
32,434	16,197	0	0	176,997
56,314	28,740	1,547	0	209,289
0	0	0	0	39,581
0	0	(1)	1	0
<hr/>				
2,036,461	1,927,926	2,088,842	2,097,545	17,145,453
<hr/>				
235,577	199,097	143,592	654,208	1,888,119
1,305,876	1,269,308	1,698,608	1,707,451	11,971,763
32,495	(29,950)	17,104	0	774,068
66,593	9,209	0	0	165,652
4,752	1,500	1,500	1,500	10,752
83,570	62,462	43,796	30,649	664,898
56,355	28,341	52,984	8,015	421,027
25,602	0	0	0	172,189
0	8,425	0	0	8,425
0	7,876	0	0	7,876
55,179	51,736	3,938	3,938	273,048
21,995	43,990	21,995	21,995	153,965
0	0	0	0	72,949
0	7,500	7,500	7,500	22,500
<hr/>				
1,887,995	1,659,495	1,991,016	2,435,255	16,607,229
<hr/>				
148,467	268,432	97,826	(337,710)	538,224
<hr/>				
8,333	8,936	2,500	3,726	40,161
0	0	0	0	400
0	15	58	0	354
(89)	2,360	1,300	0	4,412

(1,453)	0	0	0	(1,453)
0	897	260	0	1,642
(3)	93	121	0	521
0	1,561	449	0	3,815
5,012	3,854	(2,710)	0	6,226
0	221	668	0	933
0	0	0	0	128
(695)	0	0	0	(695)
0	1,800	0	0	6,700
<hr/>				
11,105	19,737	2,644	3,726	63,144
84,567	90,278	97,728	99,010	640,794
3,351	1,395	1,240	3,632	15,511
0	0	19,169	7,525	26,694
7,749	7,618	6,786	8,030	56,628
3,298	2,637	2,717	(905)	11,411
0	818	0	0	1,183
0	0	0	16,000	16,701
0	0	380	0	380
0	0	0	0	3,175
0	2,120	817	2,302	14,127
1,877	0	31,942	3,155	42,156
2,772	863	8,040	202	18,854
(14)	0	859	0	1,886
1,500	0	0	0	3,000
92,147	66,126	59,323	75,807	468,716
50	1,041	0	0	2,391
720	568	0	0	(36,061)
1,880	1,880	2,390	10,214	3,503
108	108	17,105	802	29,375
16,078	10,289	17,201	11,289	99,427
130	270	0	195	910
(4,712)	0	0	1,031	(20,138)
907	6,612	4,984	6,615	26,203
187	1,488	177	256	4,825
68	202	0	6	1,323
400	0	0	296	1,893
220	313	1,104	(256)	5,370
0	0	0	660	0
2,125	1,981	2,372	1,804	12,058
376	0	844	1,283	5,136
0	48	0	0	4,241
597	476	1,556	380	7,890
70	598	631	1,104	8,442
0	433	433	433	2,200
1,373	1,216	1,226	1,243	9,430

369	22,972	23,854	25,486	94,925
1,035	0	2,045	3,625	6,705
470	126	473	7	1,192
0	0	428	0	428
100,000	60,000	100,000	42,000	661,500
0	0	46,182	31,856	78,038
(3,246)	(3,246)	(3,246)	(3,246)	(22,854)
<hr/>				
316,455	279,227	448,762	351,841	2,309,567
<hr/>				
327,560	298,965	451,406	355,567	2,372,710
<hr/>				
(179,093)	(30,533)	(353,581)	(693,277)	(1,834,486)
<hr/>				
136,474	120,164	120,448	120,074	888,423
(1,667)	(4,290)	(2,916)	(1,571)	(22,141)
14,528	12,081	16,190	13,685	101,741
<hr/>				
149,335	127,955	133,722	132,187	968,023
<hr/>				
(328,429)	(158,488)	(487,303)	(825,464)	(2,802,509)
<hr/>				
10,000	10,000	10,000	10,000	70,000
<hr/>				
(338,429)	(168,488)	(497,303)	(835,464)	(2,872,509)
<hr/>				
(338,429)	(168,488)	(497,303)	(835,464)	(2,872,509)
<hr/>				

E - Arizona Projections

- A. Projected total intrastate revenue for the first 12 months of service: \$1,000
- B. Projected value of total intrastate operating expenses for the first 12 months of service: \$800.00
- C. Projected net book value of all Arizona jurisdictional assets to be used to provide telecommunications services to Arizona customers for the first 12 months of service: \$100.00